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reversioner, see *Davidson v. Little* (1853) 22 Pa. St. 245, 251; *McClure v. Raben* (1890) 125 Ind. 139, 25 N. E. 175, where bastardy proceedings are compromised, *Burr v. Phares* (1917) 81 W. Va. 160, 94 S. E. 30; see (1918) 18 COLUMBIA LAW REV. 274, and where specific performance is demanded. 3 Williston, *The Law of Contracts* (1920) 2549; (1909) 9 COLUMBIA LAW REV. 68. Mere inadequacy of consideration is not ground for rescinding a contract. *Nichols v. Roach* (1917) 276 Ill. 388, 114 N. E. 914. But if the inadequacy is so gross as to be clearly demonstrative of fraud, the inadequacy in effect may be ground for rescission. *Stephens v. Ozbourne* (1901) 107 Tenn. 572, 64 S. W. 902; *Johnson v. Woodworth* (1909) 134 App. Div. 715, 119 N. Y. Supp. 146; *Hume v. United States* (1889) 132 U. S. 406, 10 Sup. Ct. 134. Even in such cases, it is the fraud and not the inadequacy of consideration which constitutes the ground for rescission. See *Blake v. Blake* (1858) 7 Iowa 46, 51. How flagrant such disproportion must be to be held decisive evidence of fraud is indeterminate, but it must be so enormous that no reasonable man in his full senses would have assented. See *Stephens v. Ozbourne*, *supra*, 574. Moreover, inadequacy of consideration coupled with other inequitable circumstances, such as the abuse of a confidential relationship, *Wormack v. Rogers and Pullen* (1850) 9 Ga. 60; *Rogers et al. v. Brightman* (1914) 189 Ala. 228, 66 So. 71, disparity of mental ability, *McKinnon v. Henderson* (1916) 145 Ga. 373, 89 S. E. 415, or undue advantage, *Swan v. Talbot* (1907) 152 Cal. 142, 94 Pac. 238, furnishes ground for equitable interposition. Since, in the instant case, a confidential relationship existed between the parties rescission was properly granted, but the disproportion between the consideration given and the value of the property does not seem sufficiently great to warrant its being termed "gross."

CORPORATIONS—LIABILITY OF DIRECTORS UPON DISSOLUTION—JOINDER OF PARTIES.—While the plaintiff's breach of contract suit was pending the defendant corporation was dissolved and its assets distributed among the directors, with no provision for payment of the plaintiff's claim. On a motion to join the directors as parties defendant, *held*, where recovery from the corporation is impossible, the plaintiff need not pursue his legal remedy to judgment, but may at once join the directors. *Sherill Hardwood Lumber Co. v. New York Bottle Box Co.* (Sup. Ct., Sp. T. 1922) 118 Misc. 636, 195 N. Y. Supp. 22.

At common law the dissolution of a corporation terminated its power to sue or be sued. See *McCulloch v. Norwood* (1874) 58 N. Y. 562. § 121 of the New York Code of Civil Procedure, now § 82, Civil Practice Act, provided against the abatement of a cause of action by such a disability of the party defendant, and allowed the successor in interest to be brought in. Under this statute, after dissolution, suit was continued against the directors, *Hepworth v. Union Ferry Co.* (1891) 62 Hun 257, 16 N. Y. Supp. 692, as trustees of the corporate assets for stockholders and creditors, under 1 R. S. 601, §§ 9, 10, now N. Y. Gen. Corp. L. § 35. The term creditors was interpreted to cover all corporate liability. *Marstaller v. Mills* (1894) 143 N. Y. 398, 38 N. E. 370. Then by Laws of 1896, c. 932, § 57 (now N. Y. Gen. Corp. L. § 221 (3)) the dissolved corporation itself was continued for the purpose of suing and being sued in the process of winding up its affairs. *City of N. Y. v. New York & So. Brooklyn Ferry Co.* (1921) 231 N. Y. 18, 131 N. E. 554. To give effect to this statute the court held that ordinarily a contested or unliquidated claim must be pursued against the dissolved corporation and not the trustees alone. *Cunningham v. Glauber* (1909) 133 App. Div. 10, 117 N. Y. Supp. 866. This case left the question of joinder of directors open. But on dissolution corporation assets vest in the trustees beyond the reach of execution on a judgment against the corporation. *Central Union Trust Co. v.*

American Ry. Traffic Co. (1921) 198 App. Div. 303, 190 N. Y. Supp. 674. Reading the principal case in the light of this decision, it would seem that the directors may be joined in every such case, on the ground of impossibility of satisfaction by the corporation alone. See N. Y. Gen. Corp. L. § 109.

CORPORATIONS—TAXATION—NON-PAR VALUE STOCK.—A New York statute provided that stock without par value of foreign corporations doing business in the state should, in estimating the minimum franchise tax, be deemed to have a face value of \$100.00 a share. The State Tax Commission computed the tax of the relator on this basis. In fact the stock was worth \$8.55 a share. *Held*, the statute was unconstitutional, and the valid previous law controlling, the tax should be determined by the actual capital employed within the state. *People ex rel. Terminal & Town Taxi Corporation v. Walsh* (1922) 195 N. Y. Supp. 184.

A transfer tax on stock based on par value is constitutional. *People ex rel. Hatch v. Reardon* (1906) 184 N. Y. 431, 77 N. E. 970; *aff'd* (1907) 204 U. S. 152, 27 Sup. Ct. 188. But one based on number of shares sold regardless of par value is void because it does not bear even a plausible relation to the actual value. *People ex rel. Farrington v. Mensching* (1907) 187 N. Y. 8, 79 N. E. 884; see *State v. Brodnax* (1910) 228 Mo. 25, 128 S. W. 177. Many recent statutes provide that non-par value stock shall, in computing certain taxes, be deemed to have a face value of \$100.00 per share. Del., Laws 1917, p. 321; N. Y., Laws 1920, c. 640, § 214 (7). There being no such statute in Michigan, the Delaware statute was applied by the Michigan Court in computing the license tax of a Delaware corporation doing business in Michigan. *Detroit Mortgage Co. v. Secretary of State* (1920) 211 Mich. 320, 178 N. W. 697; *aff'd* on rehearing (1921) 211 Mich. 326, 182 N. W. 526. But other courts in analogous cases have declared that these taxes should be based upon actual value of assets in the state, and have not in discovering those assets, enforced arbitrary values imposed by laws of the incorporating states. *State ex rel. Standard Tank Car Co. v. Sullivan* (1920) 282 Mo. 261, 221 S. W. 728; *North American Petroleum Co. v. State Charter Board* (1919) 105 Kan. 161, 181 Pac. 625. In the instant case such a statute came before the courts in the enacting state. It was held unconstitutional, the court pointing out that a law setting an arbitrary value on every share of non-par value stock, and then taxing that value, in effect taxes the number of shares regardless of actual value. And this is unconstitutional. *People ex rel. Farrington v. Mensching*, *supra*. The case seems sound in legal theory and wise from the point of view of economics. It has, moreover, the great advantage of conforming with the Federal practice; the National Government for income tax purposes takes into account only the actual value of such stock. (1918) *Treasury Decision* 1690 [(1918) 20 Treas. Dec. Intern. Rev. 217, § 562]; (1921) *Digest of Income Tax Rulings* 476 (Ruling No. 644); 452 (Ruling No. 390); 221 (Ruling No. 1893); 56 (Ruling No. 1286).

CRIMINAL LAW—LARCENY—VALUE OF ARTICLE IMMATERIAL.—The defendant was indicted for the larceny of papers that were of no substantial intrinsic value, but were of value to the prosecutor because involving his reputation. On appeal, *held*, conviction affirmed. *Commonwealth v. Weston* (Mass. 1922) 135 N. E. 465.

One of the requirements of larceny is that the goods taken be of some value. *People v. Loomis* (N. Y. 1847) 4 Denio 380; *Moon v. Commonwealth* (1848) 8 Pa. St. 260. By value is no longer meant something of serious practical importance as opposed to mere fancy, but something desirable to someone. See 3 Stephen, *History of Criminal Law* (1883) § 43. Since written instruments have no intrinsic value of their own, being mere evidences of a right which exists independent-